

**BYLAWS OF**

**OHIO INSURANCE AGENTS ASSOCIATION, INC.**

**Amended December 8, 2020**

ARTICLE I-NAME

Section 1. The name of the Association shall be Ohio Insurance Agents Association, Inc., a non-profit corporation, authorized under the laws of the state of Ohio.

ARTICLE II - OBJECT

Section 1. The chief objectives of this Association are as follows: (1) To serve the needs of the public by increasing the professional competence of its Members; (2) To promote high ideals and standards throughout the insurance industry; (3) To represent the interests of its Members before the various governmental and regulatory bodies; (4) To ensure that vested interests of its Members are protected and advanced by virtue of ownership rights in the insurance they produce; (5) To disseminate information to the public concerning the role and services performed by its Members and their staffs; (6) To do all things necessary to facilitate the work of its Members and to serve their business needs and the needs of their clients.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the Association shall be divided into Active, Associate, Retired and Honorary.

Section 2. Active Membership: Any individual licensed agent or corporate licensed agency appointed by an insurance company licensed to operate in the State of Ohio.

Section 3. Associate Membership: Associate membership shall be available to individuals, firms or companies who are directly or indirectly associated with the insurance industry but are not eligible for active membership.

Section 4. Retired Membership: Any retired individual who, prior to leaving the insurance industry, was an Active or Associate member.

Section 5. Honorary Membership: Honorary Membership shall be extended to those persons who, in the opinion of the Board of Directors, are fitted for such membership.

Section 6. Election to Membership: On making written application, any person eligible may be elected to membership in the Association by a majority vote of the Board of Directors.

Section 7. Termination of Membership: Membership in this Association may be terminated by resignation of member or expulsion by Board of Directors as provided for in these Bylaws. The right of a member to vote and all other rights, title and interest in or to the Association, its rights, privileges and property shall cease on termination of membership.

Section 8. Resignation from Membership: Any member of the Association may voluntarily withdraw from the Association by resignation. Such resignation shall be forwarded in writing to the Secretary of the Association who will present it to the Board of Directors at their next succeeding meeting. Resignation shall be effective upon fulfillment of all obligations to date of withdrawal.

Section 9. Dropped from Rolls: Any member who is sixty (60) days delinquent in payment of dues shall be removed from the membership rolls.

Section 10. Transfer of Membership - No member may transfer his\her membership or any rights arising there from.

ARTICLE IV- DUES

Section 1. The annual dues of the active and associate members shall be an amount approved by the Board of Directors.

Section 2. The fiscal year of this Association shall begin the first day of January and conclude the thirty-first day of December.

ARTICLE V- MEETINGS

Section 1. Meeting - Annual: There shall be an annual meeting of the Association to be held each calendar year, unless otherwise ordered by the Board of Directors, for election of members to the Board of Directors, for receiving annual reports and the transaction of other business as provided for in the articles of incorporation. Notice of annual meeting of the Association, shall be in writing and shall be delivered by any means authorized under Ohio law which may include the use of any authorized communications equipment, to the last electronic or business address on file for each member, at least 30 days before the time appointed for the meeting. No persons except members of the Association and Independent Insurance Agents & Brokers of America affiliates shall have the privilege of attending business meetings of the Association. Meetings of the Association may be held at any location chosen by the Board of Directors. Notwithstanding the foregoing, the Board of Directors may invite other individuals to attend any business meeting under this Article V.

Section 2. Special: Special meetings of the Association may be called by the Board of Directors. Upon the written request of fifty (50) members of the Association, the Board of Directors shall call a special meeting to consider a specific subject. Notice of any special meeting shall be given fifteen (15) days in advance with a statement of time and place and the information as to the subject to be considered and such notice shall be delivered as provided in Section 1 of Article V.

Section 3. Quorum: The voting members who are present at the annual or any specially called meeting or who are participating by use of authorized communications equipment shall constitute a quorum.

Section 4. Voting: Only active and associate members present or who are participating by use of authorized communications equipment at any meeting of the Association shall be entitled to vote.

Section 5. The order of business may be altered or suspended at any meeting by a majority vote of the members who are present. The usual parliamentary rules as laid down in "Roberts' Rules" shall govern all debates, when not in conflict with these Bylaws.

ARTICLE VI - ANNUAL MEETING AND ELECTION

Section 1. At the annual meeting of the Association there shall be elected by and from the active and associate membership the following:

1. Members to the Board of Directors, which Members shall serve a three

(3) term commencing January 1 following their election or until their successor is duly elected and installed. For calendar year 2015, Members will elect two (2) Directors to serve a partial term which terms shall expire on December 31, 2015; two (2) Directors whose partial terms shall expire on December 31, 2016; and three (3) Directors whose full initial terms shall expire on December 31, 2017. Each year thereafter, Directors shall be elected to replace Directors whose terms are expiring at the end of the calendar year, for a three (3) year term commencing January 1st of the following year.

1. In addition to the election of Members to the Board of Directors, the

Members shall take such action on other matters brought before the Members at the annual meeting, or at any special meeting of the Association.

Section 2. The Board of Directors shall elect a Chairman and a Vice Chairman from the Board of Directors for a term of one (1) year commencing January 1st of the following calendar year or until their successor is duly elected by the Board of Directors. The Chairman or Vice Chairman shall be elected from such Board Members whose terms are not expiring.

Section 3. Election of National Director: The election of the National Director shall be by the Board of Directors in compliance with the bylaws of the Independent Insurance Agents & Brokers of America. The National Director appointed by the Board of Directors pursuant to this section shall be required to be Members of the Board of Directors as elected by the Members in accordance with Section 1.

Section 4. Voting: Except as otherwise expressly provided, voting for all candidates for a position or office within the Association shall be conducted on a plurality basis, and any tie in the plurality vote shall be broken by a plurality vote solely with respect to the tied candidates.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Government of Association: The property, affairs, business and concerns of the Association shall be vested in the Board of Directors.

Section 2. The Board of Directors shall be composed of seven (7) elected Directors, and from those elected Directors, the Board shall appoint a National Director representing the Independent Insurance Agents & Brokers of America. A Director shall not serve more than two (2) consecutive complete three (3) year terms, unless said Director is a) an officer, or officer-designee in which event, a Director may be eligible to serve one (1) additional three (3) year term, or, b) if such Director has been appointed or is serving as a National Director, then such Director is eligible to continue to serve one or more additional three (3) year terms as long as such Director continues to serve as a National Director.

Section 3. Meetings: A minimum of four (4) regular meetings of the Board of Directors shall be

held annually at the Association headquarters unless otherwise specified by the Board of Directors. The Chairman may, when deemed necessary, or the Vice Chairman shall at the request of three (3) members of the Board of Directors, issue a call for a special meeting of the Board of Directors. Written notice of the time and place of each meeting of the Board of Directors shall be given to each Director either by, telephone, e-mail or any other authorized communications equipment at least five (5) days before the meeting, unless waived in writing signed by the Director. Notice of a special meeting of the Board of Directors shall specify the purpose of the meeting.

Section 4. Conference Calls: Meetings of the Board of Directors may be held through any authorized communications equipment if all persons participating can hear each other, and such participation in a meeting shall constitute presence at such meeting.

Section 5. Quorum: A majority of the Board of Directors shall constitute a quorum for all purposes not otherwise provided for herein. In the absence of the Chairman, the Vice Chairman may preside; otherwise the other members of the Board of Directors present may choose a chairman of the meeting.

Section 6. Absence: Any member of the Board of Directors absent from a meeting should send a communication to the Chairman or Vice Chairman stating the reason for the absence, and the members of the Board of Directors in attendance shall decide in each instance whether or not such absence is excusable. In the event there are two consecutive unexcused absences on the part of any member of the Board of Directors, that member's position on the Board of Directors shall be declared vacant.

Section 7. Vacancies: Any vacancies that may occur among the Board of Directors by reason of death, resignation or otherwise, shall be filled by the Board of Directors. If more than two (2) vacancies may occur, a special meeting shall be called for the election of any additional directors to fill any remaining vacancy or vacancies.

Section 8. Appointment of Officers: The Board of Directors shall appoint such officers as identified in Article VIII, and any other officers deemed necessary by the Board of Directors.

ARTICLE VIII - OFFICERS

Section 1. Chairman: The Chairman shall be the chairman of the Board of Directors, and shall preside at meetings of the Association and the Board of Directors, and shall be a member ex-officio of all committees except the Governance Committee. The Chairman shall not have the right to vote in an ex-officio capacity. The Chairman shall preside at the annual meeting of the Association and at such other times as the Chairman deems proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may, in the Chairman’s opinion, tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of Chairman of the Association or as may be prescribed by the Board of Directors.

Section 2. Vice Chairman: The Vice Chairman shall coordinate the standing committees of the Association and assist the Chairman as requested. In case of death or absence of the Chairman or inability of any cause to act, the Vice Chairman shall be designated to fulfill the duties of the Chairman’s office.

Section 3. Chief Executive Officer: The Board of Directors shall appoint a Chief Executive Officer who shall be responsible for the management of day-to-day oversight, administration and management of the operations of the Association.

The Chief Executive Officer shall likewise perform such other functions as may be delegated by the Board of Directors which may include assistance to be provided to any committees established pursuant to these Bylaws or committees that may be established by the Board of Directors from time to time. The Chief Executive Officer shall not be a voting member of the Board of Directors nor shall the Chief Executive Officer be a voting member on any committee. The Chief Executive Officer shall furthermore supervise and oversee the responsibilities of all other officers of the Corporation.

Section 4. Secretary: It shall be the duty of the Secretary to ascertain that all records of

the proceedings of the Association are properly recorded and disseminated and to perform all other duties required of a corporate secretary under Ohio law.

Section 5. Treasurer: The Treasurer shall be responsible for and shall ascertain that all

funds received and expended are utilized for the sole benefit of the Association and are handled in accordance with the Bylaws, procedures, and directives of the Association and its Directors. The Treasurer shall act in a fiduciary capacity and shall prepare periodic reports as may be required by the Board of Directors or for any committee appointed thereby, and to prepare such reports as may be requested from time to time by the Chief Executive Officer. The Treasurer shall furthermore perform any and all duties otherwise required of a Treasurer under Ohio law.

ARTICLE IX - COMMITTEES

Section 1. Governance Committee. During each year, the Board of Directors shall elect a Governance Committee of five (5) members. The Chairman and Vice Chairman shall not be members of this Committee. The Chairman of the Governance Committee shall be a volunteer. The majority of the Governance Committee members shall not be Directors.

The Governance Committee shall notify the Chairman in writing at least thirty (30) days before the date of the annual meeting of the names of candidates for election to the Board of Directors.

Nominations for Directors also may be made by petition; signed by at least five (5) active or associate members. All nominations shall be filed with the Secretary not less than thirty (30) days prior to the annual meeting. The Secretary, not less than (10) days prior to the annual meeting, shall mail a copy of such nominations to each active and associate member of the Association.

The Governance Committee shall review, propose and evaluate changes to the Bylaws and Manual of Procedures of the Association, and make recommendations to the Board of Directors.

ARTICLE X - STANDING COMMITTEES

Section 1. The Board of Directors shall appoint Standing Committees each year as outlined in the procedures manual of the Association.

ARTICLE XI - CODE OF CONDUCT

Section 1. The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members as outlined in the Code of Conduct Policy.

Section 2. Any member charged with conduct unbecoming a member of this Association, and against whom such charges are sustained after due notice and proper hearing before the Board of Directors, may be reprimanded or suspended or expelled from membership. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall first be necessary to sustain the charges. The type of punishment to be imposed must then be separately voted by two-thirds (2/3) of the entire Board of Directors.

Any elected officer or director may, after due notice and proper hearing before the Board of Directors, be removed from office due to failure or unwillingness or inability to serve, malfeasance, or conduct unbecoming a member. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall be necessary to sustain the removal.

ARTICLE XII - AUDIT

Section 1. An annual audit shall be made of the records of the Association by a Certified Public Accountant to be appointed annually by the Board of Directors. Such annual audit shall be completed and approved by the Board of Directors prior to the Annual Meeting.

ARTICLE XIII - INDEMNIFICATION AND HARMLESS CLAUSE

Section 1. The Board of Directors, Officers, Committee Members and Employees of the Association, past and present, shall be held forever harmless and protected from loss by this Association for any and all official acts and deeds in good faith performed by them; and the monies and effects of the Association shall be and hereby are appropriated to protect them or either of them, from all costs, charges, expenses, losses or appropriations that occur or which they or either of them contract in the discharge of the official duties; also no member of the Board of Directors or Officer shall be held responsible for the neglect or omission of duty of any other member of the Board of Directors or Officer of the Association.

ARTICLE XIV - DISSOLUTION CLAUSE

Section 1. Distribution of Assets: Upon the dissolution of the Association, the assets of the Association shall be applied and distributed as follows:

1. All liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
2. All assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, if any, shall be returned, transferred, or conveyed in accordance with such requirements; and,
3. All other assets of the Association shall be transferred to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the Association, pursuant to a plan of distribution of assets adopted by the Board of Directors as provided for by law.

Section 2. Prohibition: In no event shall the assets of the Association be distributed to the members upon dissolution of the Association.

ARTICLE XV - AMENDMENTS TO BYLAWS

Section 1. These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Association, providing notice of the general terms of the proposed amendments shall be submitted to membership not less than thirty (30) days prior thereto.